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RECORDATION NO. 7494

December 1, 1987

WRITER'S DIRECT DIAL NUMBER

**FEDERAL EXPRESS**

Interstate Commerce Commission  
12th Street and Constitution Avenue N.W.  
Washington, D.C. 20423

Attn: Ms. Mildred Lee  
Room 2303

DEC 3 1987 10 40 AM  
INTERSTATE COMMERCE COMMISSION  
Date 12-3-87  
Fee \$ 10.00

ICC Washington, D.C.

Secretary of Interstate Commerce Commission:

We are special counsel to Bankers Trust Company of California, National Association ("Bankers Trust"). On behalf of Bankers Trust, we have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder.

This document is an Agreement to Assign and Transfer Interest in Conditional Sales Agreement, a secondary document, dated as of August 17, 1987 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 7494.

We request that the Agreement be cross-indexed.

Secretary of Interstate Commerce Commission  
December 1, 1987

2.

The names and addresses of the parties to the  
Agreement are as follows:

Assignor/Transferor

Wells Fargo Bank, National Association  
343 Sansome Street, 11th Floor  
San Francisco, California 94104  
Attn: Jack W. Wetzels,  
Vice President

Assignee/Transferee

Bankers Trust Company of California,  
National Association  
50 Fremont Street, 10th Floor  
San Francisco, California 94105  
Attn: Lawrence J. Bell,  
Assistant Vice President

A description of the equipment covered by the  
Agreement follows:

Ninety-three (93) 40' 100-ton, 2770 cu. ft.  
capacity, open top hopper cars bearing Western  
Pacific Railroad, as lessee, road numbers WP 10086-  
10178, inclusive.

A fee of \$10 is enclosed, as required by 49 C.F.R.  
§1177.3(c). Please return the original and any extra copies  
not needed by the Commission for recordation to the under-  
signed at Brobeck, Phleger & Harrison, One Market Plaza,  
Spear Street Tower, San Francisco, California 94105.

A short summary of the document to appear in the  
index follows:

Secretary of Interstate Commerce Commission  
December 1, 1987

3.

Agreement to Assign and Transfer between Wells Fargo Bank, N.A., 343 Sansome Street, San Francisco, California 94104 and Bankers Trust Company of California, N.A., 50 Fremont Street, San Francisco, California 94105, dated as of August 17, 1987 and covering ninety-three (93) 40' 100-ton, 2770 cu. ft. capacity, open top hopper cars bearing Western Pacific Railroad, as lessee, road numbers WP 10086-10178, inclusive, and connected to the Conditional Sales Agreement dated as of February 1, 1974 and assigned Recordation No. 7494, as amended.

Please do not hesitate to contact me or Steven Tonsfeldt of this firm at (415) 442-0900 if you have any questions or require any additional information.

Very truly yours,



Carol S. Etherington,  
Attorney for  
Bankers Trust Company of  
California, N.A.

cc: Jack W. Wetzel  
Lawrence J. Bell

Enclosure  
G1005-2-4

OFFICE OF THE SECRETARY

Carol S. Etherington  
Brobeck, Phleger & Harrison  
One Market Plaza  
Spear Street Tower  
San Francisco, CA 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-3/87 at 10:40AM, and assigned recordation number(s). 7536-B, 7494-C, 7446-B, 7493-B & 7447-D

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

AGREEMENT TO ASSIGN AND TRANSFER  
INTEREST IN  
CONDITIONAL SALES AGREEMENT  
(MIDWEST FREIGHT CAR COMPANY)

RECORDATION NO. 7494-C FILED 1428

August 17, 1987

DEC 3 1987 -10 20 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Wells Fargo Bank, National Association, ("Wells Fargo") has agreed to sell a certain portion of its corporate trust, corporate agency, related escrow and stock transfer business (the "Corporate Trust Business") to Bankers Trust Company of California, National Association ("Bankers Trust") pursuant to a Purchase Agreement dated as of February 27, 1987 (the "Purchase Agreement") between Wells Fargo and Bankers Trust (as successor to BT Trust Company of California, National Association); and

WHEREAS, in connection with the sale of the Corporate Trust Business, the individual corporate trust accounts described in the Purchase Agreement were transferred from Wells Fargo to Bankers Trust, and Bankers Trust succeeded to Wells Fargo's position as trustee pursuant to such accounts, effective August 17, 1987, by operation of law in accordance with Section 2050 et seq. of the California Financial Code with the approval of the California State Banking Department; and

WHEREAS, certain of the corporate trust accounts transferred pursuant to the Purchase Agreement relate to arrangements entered into in connection with the lease

financing of certain units of railroad equipment (the "Railway Accounts"); and

WHEREAS, certain documents relating to the railroad equipment in these arrangements have been previously filed and recorded with the Interstate Commerce Commission ("ICC") in accordance with the provisions of Section 11303 of Title 49 of the United States Code; and

WHEREAS, Wells Fargo and Bankers Trust now desire to give notice to all persons of the assignment and transfer to Bankers Trust of the interest held by Wells Fargo in the Railway Accounts, and to make such assignment and transfer of interest enforceable against all such persons;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wells Fargo does hereby assign and transfer to Bankers Trust and its successors and assigns, effective as of August 17, 1987, and Bankers Trust hereby accepts and assumes, all of the estates, properties, rights, powers, duties and trusts of Wells Fargo as Vendee under that certain Conditional Sales Agreement dated as of February 1, 1974, recorded with the ICC on May 2, 1974 and assigned Recordation No. 7494, as amended by the Amendment Agreement dated as of June 15, 1974, recorded with the ICC on July 1, 1974 and assigned Recordation No. 7494-A, such documents covering ninety-three (93) 40' 100-ton 2770 cu. ft. capacity, open top hopper cars bearing Western Pacific

Railroad Company, as lessee, road numbers WP 10086-10178,  
inclusive; and

FURTHERMORE, Wells Fargo and Bankers Trust hereby  
agree that this Agreement should be recorded with the ICC in  
accordance with Section 11303 of Title 49 of the United  
States Code, and the regulations promulgated thereunder.

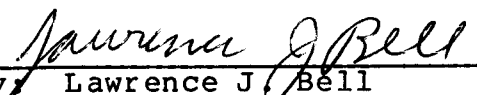
WELLS FARGO BANK,  
NATIONAL ASSOCIATION

[SEAL]

  
By: Jack W. Wetzel  
Title: Vice President

BANKERS TRUST COMPANY OF  
CALIFORNIA, NATIONAL ASSOCIATION

[SEAL]

  
By: Lawrence J. Bell  
Title: Assistant Vice President

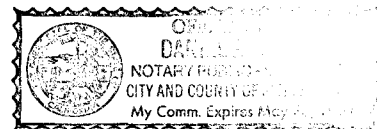
State of California                    )  
  ) ss  
County of San Francisco            )

On this 25<sup>th</sup> day of November, 1987

before me personally appeared Lawrence J. Bell, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Bankers Trust Company of California, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Daniel J. Runney  
Notary Public

My Commission  
Expires on May 20, 1991





State of California                    )  
  ) ss  
County of San Francisco            )

On this 2nd day of December, 1987  
before me personally appeared Jack W. Wetzel to me personally known, who being by me duly sworn, says that he is the Vice President of Wells Fargo Bank, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Patricia R. Angeles  
Notary Public

My Commission  
Expires on Dec. 7, 1988